



Entered on Docket
September 14, 2006

Hon. Linda B. Riegle
United States Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor.

Chapter 11

In re:
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
Debtor.

Jointly Administered Under
Case No. BK-S-06-10725 LBR

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.

**ORDER APPROVING DEBTORS'
CONTINUED USE OF CASH THROUGH
OCTOBER 29, 2006 PURSUANT TO
THIRD REVISED BUDGET (AFFECTS
ALL DEBTORS)**

In re:
USA SECURITIES, LLC,
Debtor.

Affects:
☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC

Date: August 4, 2006
Time: 9:30 a.m.

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Before the Court is the Debtors' Motion for Order Approving Continued Use of Cash Through October 29, 2006 Pursuant to Third Revised Budget (the "Motion"), which was filed July 7, 2006 (docket no. 846). The Motion, as modified and clarified in the Reply in Support of the Motion (the "Reply") (docket no. 1091) and in the Declaration of Thomas J. Allison in Support of Debtors' Motion to be Heard August 4, 2006 (the "Declaration") (docket no. 1090), which were filed by the Debtors on August 2, 2006, sought approval of the Debtors' proposed use of cash pursuant to the Third Revised Budget (as modified) attached as Exhibit F to the Declaration (the "Third Revised Budget"). Several objections to the Motion were filed. At the hearing held August 4, 2006, arguments were made concerning the Motion.

Having reviewed and considered the Motion, the objections to the Motion, the Reply, the Declaration, arguments made at the August 4, 2006 hearing, and other facts of record in these jointly administered cases, THE COURT HEREBY FINDS that notice of the Motion was adequate and proper and that good cause exists for granting the relief requested in the Motion, and THE COURT HEREBY ORDERS AS FOLLOWS:

1. The Motion is GRANTED to the extent set forth below.
2. The Debtors' use of cash to the extent and for the purposes reflected in the Third Revised Budget is approved, as modified and clarified in the Reply and in the Declaration, except that:
 - a. The professional fee and expense estimates included in the Third Revised Budget are neither approved nor disapproved at this time, and may not be paid without further Court approval; and
 - b. The Debtors are to retain in the DIP Collection Account the interest earned on that account and the principal and interest paid by borrowers, except that loan servicing fees and other contractual fees may be collected and used by Debtors as reflected in the Third Revised Budget.
3. The Debtors shall circulate to the professionals of the committees appointed in these cases, via electronic mail, a weekly report (no later than Wednesday of each week) that details all cash received by the company, allocated on a loan-by-loan for the prior weekly period.

1 This report shall also show the cumulative cash collected to date since the Petition Date on a loan-
 2 by-loan basis. Furthermore, the Debtors shall circulate to the professionals of the committees
 3 appointed in these cases, via electronic mail, no less frequently than every two weeks, a report that
 4 compares the Debtors' actual receipts and disbursements against the budgeted amounts as set forth
 5 in the Third Revised Budget.


6 Submitted by:
 7 RAY QUINNEY & NEBEKER P.C. and
 8 SCHWARTZER & MCPHERSON LAW FIRM

9 By: 
 10 LENARD E. SCHWARTZER, ESQ.
 11 *Attorneys for Debtor and Debtor-In-Possession*

Approved / Disapproved by:
 OFFICE OF THE U.S. TRUSTEE

By: _____
 AUGUST B. LANDIS, ESQ.

11 Approved/Disapproved by:
 12 LEWIS AND ROCA, LLP

13 By: 
 14 SUSAN M. FREEMAN, ESQ.
 15 ROB CHARLES, ESQ.
 16 *Counsel for the Official Committee of
 17 Unsecured Creditors of USA Commercial
 18 Mortgage Company*

Approved/Disapproved by:
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 18 ORRICK, HERRINGTON & SUTCLIFFE LLP
 19 and BECKLEY SINGLETON, CHTD.

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 23 ANNE M. LORADITCH, ESQ.
 24 BOB L. OLSON, ESQ.
 25 *Counsel for the Official Committee of
 26 Equity Security Holders of USA Capital
 27 Diversified Trust Deed Fund, LLC*

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Submitted by:
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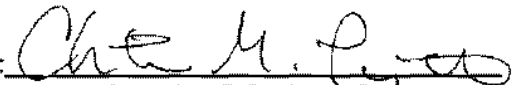
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1 In accordance with Local Rule 9021, the undersigned certifies:

2 _____ The court waived the requirements of LR 9021

3 XX I have delivered a copy of this proposed order to all attorneys and unrepresented parties who
4 appeared at the hearing regarding this matter and/or who filed a written objection and each has:

5 XX approved the form of this order:

6 _____ waived the right to review the order and/or

7 XX failed to file and serve papers in accordance with LR 9021(c)

8 _____ I have delivered a copy of this proposed order to all attorneys and unrepresented parties who
9 appeared at the hearing regarding this matter and/or who filed a written objection and all have either
10 approved the form of this order, waived the right to review the order, failed to file and serve papers in
11 accordance with LR 9021(c) and the following have disapproved the form of the order:

12 _____ No opposition was filed to the motion and no other party or counsel appeared at the hearing

13 Submitted by:

14 RAY QUINNEY & NEBEKER P.C. and SCHWARTZER & MCPHERSON LAW FIRM

15 By: 

16 LENARD E. SCHWARTZER, ESQ.

17 Attorneys for Debtor and Debtor-In-Possession

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